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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

December 23, 1994

RECORDATION NO. 18865-F4G FILED 1425  
DEC 23 1994 -11 50 AM  
INTERSTATE COMMERCE COMMISSION

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies of the following documents: Lease Supplement No. 3 and Indenture Supplement No. 3, both dated as of December 23, 1994, both secondary documents.

The enclosed documents relate to the Lease of Railroad Equipment filed with the Commission under Recordation Number 18865 (Amtrak Trust 94-D).

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 3

Lessor: Wilmington Trust Company, Owner Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Lessee: National Railroad Passenger Corporation (Amtrak)  
60 Massachusetts Avenue, N.E.  
Washington, DC 20002

*Counterparts - Kimbartman*

Mr. Vernon A. Williams  
December 23, 1994  
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Indenture Supplement No. 3

Debtor : Wilmington Trust Company, Owner Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Secured Party : First Security Bank of Utah, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

A description of the railroad equipment covered by the enclosed documents is attached as Schedule 1 to the Lease Supplement No. 3.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 18865-547  
FILED 1425

DEC 23 1994 - 11 50 AM

INTERSTATE COMMERCE COMMISSION

**LEASE SUPPLEMENT NO. 3**

**(Amtrak Trust 94-D)**

THIS LEASE SUPPLEMENT NO. 3 dated December 23, 1994 (this "Lease Supplement") between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as trustee under that certain Trust Agreement (Amtrak 94-D) dated as of June 15, 1994 between J.P. MORGAN INTERFUNDING CORP., a Delaware corporation, and such trustee, as lessor, and NATIONAL RAILROAD PASSENGER CORPORATION (also known as AMTRAK), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, as lessee, pursuant to and in accordance with the Lease of Railroad Equipment (Amtrak Trust 94-D) dated as of June 15, 1994 between Lessor and Lessee (as amended and supplemented to the date hereof, the "Lease").

1. Capitalized terms and phrases used and not otherwise defined herein shall for all purposes of this Lease Supplement have the respective meanings specified therefor in Annex A to the Lease, as originally executed or as modified, amended or supplemented in accordance with the applicable provisions thereof.

2. The Units covered by this Lease Supplement are described in Schedule 1 attached hereto.

3. The Equipment Cost for each Unit is set forth below:

<u>Equipment Type</u>	<u>Amtrak Car No.</u>	<u>Manufacturer's No.</u>	<u>Equipment Cost</u>
Lounge	33029	77	\$ 3,094,410.73
Sleeper	32105	69	2,891,289.68
Sleeper	32108	75	2,891,289.68
Lounge	33033	86	3,094,410.73
Sleeper	32109	78	2,891,289.68

4. The Interim Term of the Lease for the Units covered by this Lease Supplement shall commence on the date of this Lease Supplement and shall terminate on June 21, 1995 unless terminated pursuant to the terms of the Lease. The Base Lease Commencement Date of the Lease for the Units covered by this Lease Supplement shall commence on June 22, 1995 and shall terminate on June 22, 2020 unless earlier terminated or extended pursuant to the terms of the Lease.

5. Annex A to the Lease and the other Operative Documents is hereby amended by inserting the following definition in its proper alphabetical order:

"*Series D Secured Notes*" means the Secured Notes issued under the Indenture in connection with the Units purchased and leased on the Third Closing Date, identified by Amtrak road numbers 33033 and 32109.

6. Annex A to the Lease and the other Operative Documents is hereby amended by inserting the following definitions in lieu of the definitions as they now appear:

"*Series*" shall mean the Series A Secured Notes, the Series B Secured Notes, the Series C Secured Notes or the Series D Secured Notes, as the case may be.

"*Series C Secured Notes*" means the Secured Notes issued under the Indenture in connection with the Units purchased and leased on the Third Closing Date, identified by Amtrak road numbers 33029, 32105 and 32108.


7. All of the terms and provisions of the Lease, as supplemented or amended, including, without limitation, Lessee's obligation to pay Rent, are hereby incorporated by reference in this Lease Supplement on and as of the date hereof, to the same extent as if fully set forth herein, and the Lease, as supplemented hereby, is hereby ratified, approved and confirmed.

8. This Supplement may be executed in several counterparts (or upon separate signature pages bound together into one or more counterparts), such counterparts together constituting but one and the same instrument. To the extent, if any, that this Lease Supplement constitutes chattel paper or other collateral within the meaning of the Uniform Commercial Code (or other law respecting security interests) as in effect in any applicable jurisdiction, no security interest in Lessor's interest under this Lease Supplement may be created through the transfer or possession of any counterpart of this Lease Supplement other than the original executed counterpart No. 1 hereof which shall be identified as the counterpart containing the receipt therefor executed by Indenture Trustee on or immediately following the signature page hereof.

9. Lessee hereby represents and warrants to Lessor that, effective on the date hereof, (i) the Units described in Schedule 1 hereto (a) have been delivered from Lessor to Lessee, (b) have been duly inspected by Lessee, (c) have been duly accepted by Lessee, and (d) are free and clear of all lien and encumbrances (except Permitted Liens), and (ii) that said Schedule 1 contains a correct and complete description of said Units sufficient for the purposes of the Lease.

IN WITNESS WHEREOF, the parties have caused this Lease Supplement to be duly executed by their respective duly authorized officers as of the date first set forth above.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee, Lessor

By:   
Name: Patricia A. Evans  
Title: Financial Services Officer

NATIONAL RAILROAD PASSENGER  
CORPORATION, Lessee

By: \_\_\_\_\_  
Name: Richard I. Klein  
Title: Treasurer

STATE OF DELAWARE     )  
                                  ) ss  
COUNTY OF NEW CASTLE   )

On this 16 day of December, 1994 before me personally appeared PATRICIA A. EVANS, to me personally known, who being by me duly sworn, says that he/she is Financial Services Officer of Wilmington Trust Company, a Delaware banking corporation, as Owner Trustee under such instrument, that said instrument was signed on behalf of said banking corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said banking corporation.

Donja F. Allen  
Notary Public

My Commission Expires: \_\_\_\_\_

[SEAL]

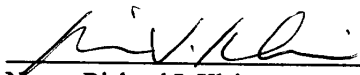
NOTARY PUBLIC  
STATE OF DELAWARE  
My Comm. Expires 12/31/99

IN WITNESS WHEREOF, the parties have caused this Lease Supplement to be duly executed by their respective duly authorized officers as of the date first set forth above.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee, Lessor

By: \_\_\_\_\_  
Name:  
Title:

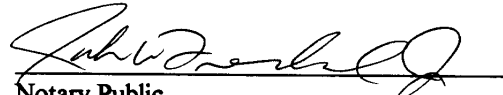
NATIONAL RAILROAD PASSENGER  
CORPORATION, Lessee

By:  \_\_\_\_\_  
Name: Richard I. Klein  
Title: Treasurer

DISTRICT OF COLUMBIA     )  
  ) ss  
CITY OF WASHINGTON         )

On this 18<sup>th</sup> day of December, 1994 before me personally appeared Richard I. Klein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires: 1-1-95

  
Notary Public

[SEAL]



SCHEDULE 1 TO LEASE  
SUPPLEMENT NO. 3

DESCRIPTION OF UNITS

<u>Equipment Type</u>	<u>Amtrak Car No.</u>	<u>Manufacturer's No.</u>
Lounge	33029	77
Sleeper	32105	69
Sleeper	32108	75
Lounge	33033	86
Sleeper	32109	78
TOTAL (5)		